API Well Number: 43013515970000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

	1. WELL NAME and NUMBER Appaloosa 16-12D-5-5
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** BRUNDAGE CANYON
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR APPALOOSA OPERATING COMPANY LLC	**7. OPERATOR PHONE** 832 419-0889
8. ADDRESS OF OPERATOR 1776 Woodstead Ct., Suite 121, The Woodlands, TX, 77380	**9. OPERATOR E-MAIL** BPosey@AppaloosaEnergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee **11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ○ FEE ◉	**12. SURFACE OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Utah Division of Wildlife Resources	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1594 West North Temple, Suite 2110, Salt Lake City, UT 84114	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') **18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉	**19. SLANT** VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1540 FSL 247 FEL	NESE	12	5.0 S	5.0 W	U
Top of Uppermost Producing Zone	1035 FSL 438 FEL	SESE	12	5.0 S	5.0 W	U
At Total Depth	660 FSL 660 FEL	SESE	12	5.0 S	5.0 W	U

21. COUNTY DUCHESNE	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 242	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1843	**26. PROPOSED DEPTH** MD: 6487 TVD: 6400
27. ELEVATION - GROUND LEVEL 6293	**28. BOND NUMBER** 0279605731	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2204

CONFIDENTIAL

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	8.625	0 - 650	24.0	J-55 ST&C	8.6	Class G	310	1.15	15.8
PROD	7.875	5.5	0 - 6487	15.5	J-55 LT&C	8.9	Hi Lift "G"	180	3.82	11.0
							50/50 Poz	445	1.26	14.2

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Shirl Ames	**TITLE** Document Control Specialist	**PHONE** 307 675-6400
SIGNATURE	**DATE** 07/25/2012	**EMAIL** Shirl.Ames@woodgroup.com

API NUMBER ASSIGNED
43013515970000

APPROVAL

Permit Manager

RECEIVED: October 09, 2012

APPALOOSA OPERATING COMPANY, LLC

Appaloosa 16-12D-5-5

Surface Location: NE ¼, SE ¼ , 1540' FSL 247' FEL, Section 12, T5S, R5W, U.S.B. &M.

Bottom Hole Location: SE1/4, SE1/4, 660' FSL 660' FEL, Section 12, T5S, R5W, U.S.B.&M

Duchesne County, UT

ONSHORE ORDER NO.1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas, and Other Minerals.

FORMATION	Depth @ SHL(TVD)	Depth @ BHL(MD)
Uinta Fm	On Surface	On Surface
Green River Fm	1777'	1794'
Mahogany	2477'	2507'
*Garden Gulch Mbr	3540'	3589'
*Douglas Creek Mbr	4335'	4398'
*Castle Peak Mbr	5250'	5329'
*Uteland Butte Mbr.	5690'	5774'
Wasatch	6100'	6187'
TD	6400'	6487'

*PROSPECTIVE PAY

Appaloosa is locating the well at the proposed surface location and directionally drilling to the proposed bottom hole location. By drilling directionally, Appaloosa Operating Company will improve field development efficiency by potentially combining multiple surface hole locations together. This will significantly reduce total surface disturbance plus combine the use of access roads and existing pipelines. Furthermore, Appaloosa hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore.

3 Pressure Control Equipment (Schematic attached)

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams, or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

Test Charts with individual test results identified, shall be maintained on location while drilling and shall be made available to a representative upon request.

RECEIVED: July 25, 2012

All required BOP tests and/or drills shall be recorded in the IADC report.

The anticipated bottom hole pressure will be less than 2,000 psi.

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

Purpose	Depth	Hole Size	Casing Size	Type	Connection	Weight
Surface	650’	12.25”	8.625”	J-55	ST&C	24#
Production	6487’	7.875”	5.5”	J-55	LT&C	15.5#

Surface	Fill	Type and Amount
0’-650’	650’	Approximately 310 sks Class “G” (Type III) cement + additives or a similar slurry with a minimum weight of 15.8 ppg and approximate yield of 1.15 cf/sk, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

Production	Type and Amount
0’ - 3500’	Approximately 180 sks HiFill Lead Cement + additives or a similar slurry with a minimum weight of 11.0 ppg and approximate yield of 3.82 cf/sk
3500’ – 6487’	Approximately 445 sks 50/50 Poz Tail Cement + additives or a similar slurry with a minimum weight of 14.2 ppg and approximate yield of 1.26 cf/sk

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 15% excess.

5 Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0’-650’	8.3-8.6	27-40	NC	Spud Mud
650’ – TD	8.6-8.9	27-40	NC	KCL Water

Appaloosa Operating Company, LLC will use either a Manual or Electronic drilling fluid monitoring system on all well sites.

RECEIVED: July 25, 2012

6 Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10’ dry cut samples: Douglas Creek to TD. Preserve samples from all show intervals.
Surveys:	As deemed necessary
Mud Logger:	As deemed necessary
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

7 Abnormal Conditions

No abnormal temperatures or pressures or other hazards are anticipated.

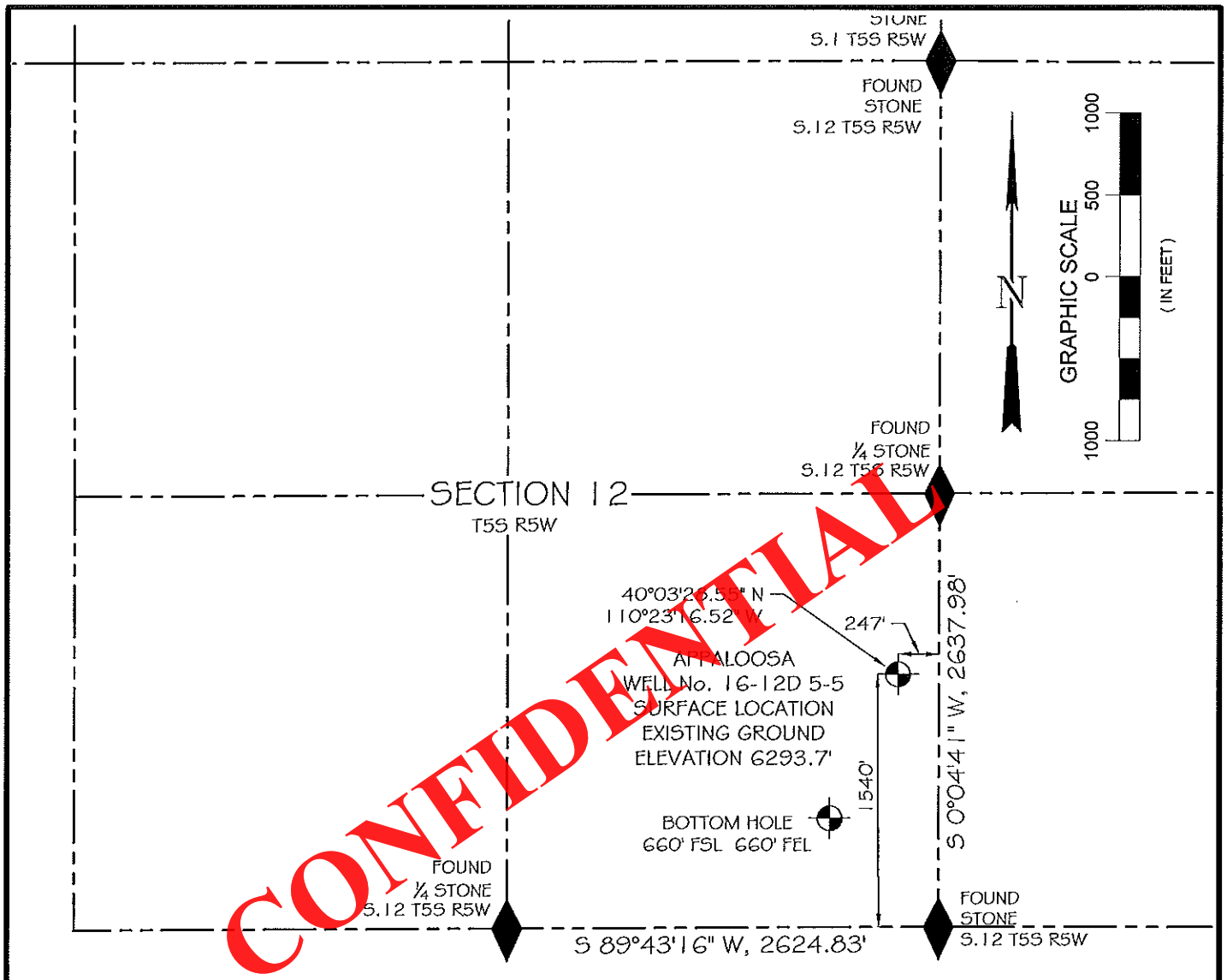
8 Anticipated Starting Dates and Notification of Operations

Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 9 days.
Completion Days:	Approximately 7 days

RECEIVED: July 25, 2012

API Well Number: 43013515970000



CONFIDENTIAL

BASIS OF BEARING
Geodetic North at CP WOOD
40°04'04.86465" N, 110°23'05.75067" W (NAD 83)

BASIS OF ELEVATION
NAVD 88 using Geoid 09

CERTIFICATE OF SURVEYOR

STATE of WYOMING)
COUNTY of UINTA) ss

I, Cloey C. Wall, of Uinta Engineering and Surveying, Inc. hereby state that I am by occupation a Professional Land Surveyor employed by the Wood Group PSN to make the survey of the well described and shown on this plat; that the survey of said works was made under my supervision and under my authority and that such survey is accurately represented hereon.

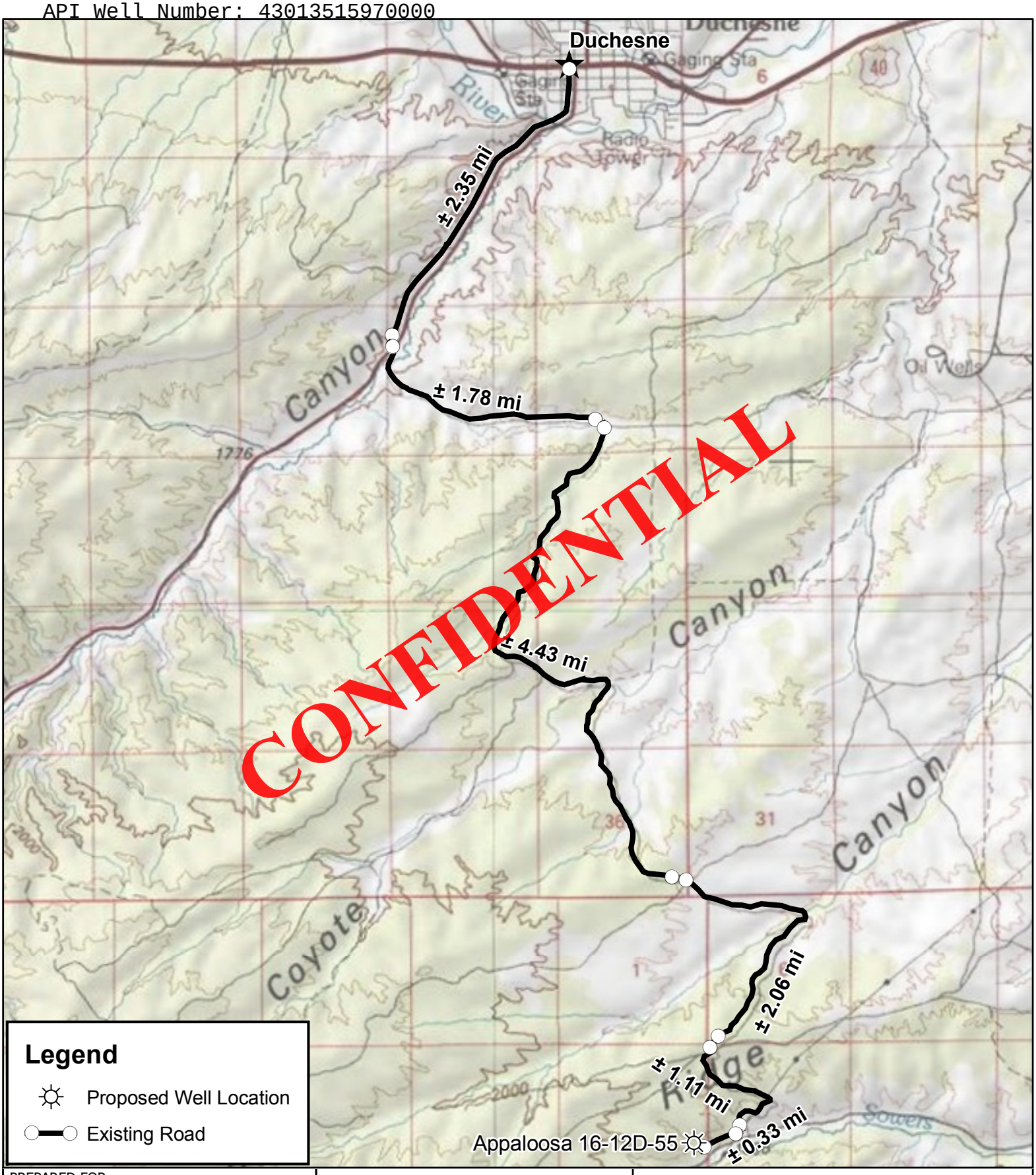
PROFESSIONAL LAND SURVEYOR
No. 324872
CLOEY C. WALL
7/18/12
STATE OF UTAH

Map to ACCOMPANY
APPLICATION FOR for PERMIT to DRILL
APPALOOSA WELL No. 16-12D 5-5
1540' FSL, 247' FEL
SECTION 12, T5S, R5W, USB&M
DUCHESNE COUNTY, UT

UINTA ENGINEERING & SURVEYING INC.
UES
Established 1973

DATE: 06/26/12 JOB #: 12-113 FILE: 12-113
DRAWN BY: Theresa Weston SURVEYOR: Cloey Wall

API Well Number: 43013515970000



PREPARED FOR:

APPALOOSA ENERGY LLC

CREATED BY:

WOOD GROUP PSN

N

APPALOOSA ENERGY

Appaloosa 16-12D-55
SEC. 12, T5S, R5W
Duchesene County, UT

DRAWN BY: MANNY RODRIGUEZ
DATE: 7/12/2012
SCALE: 1 inch = 4,500 feet

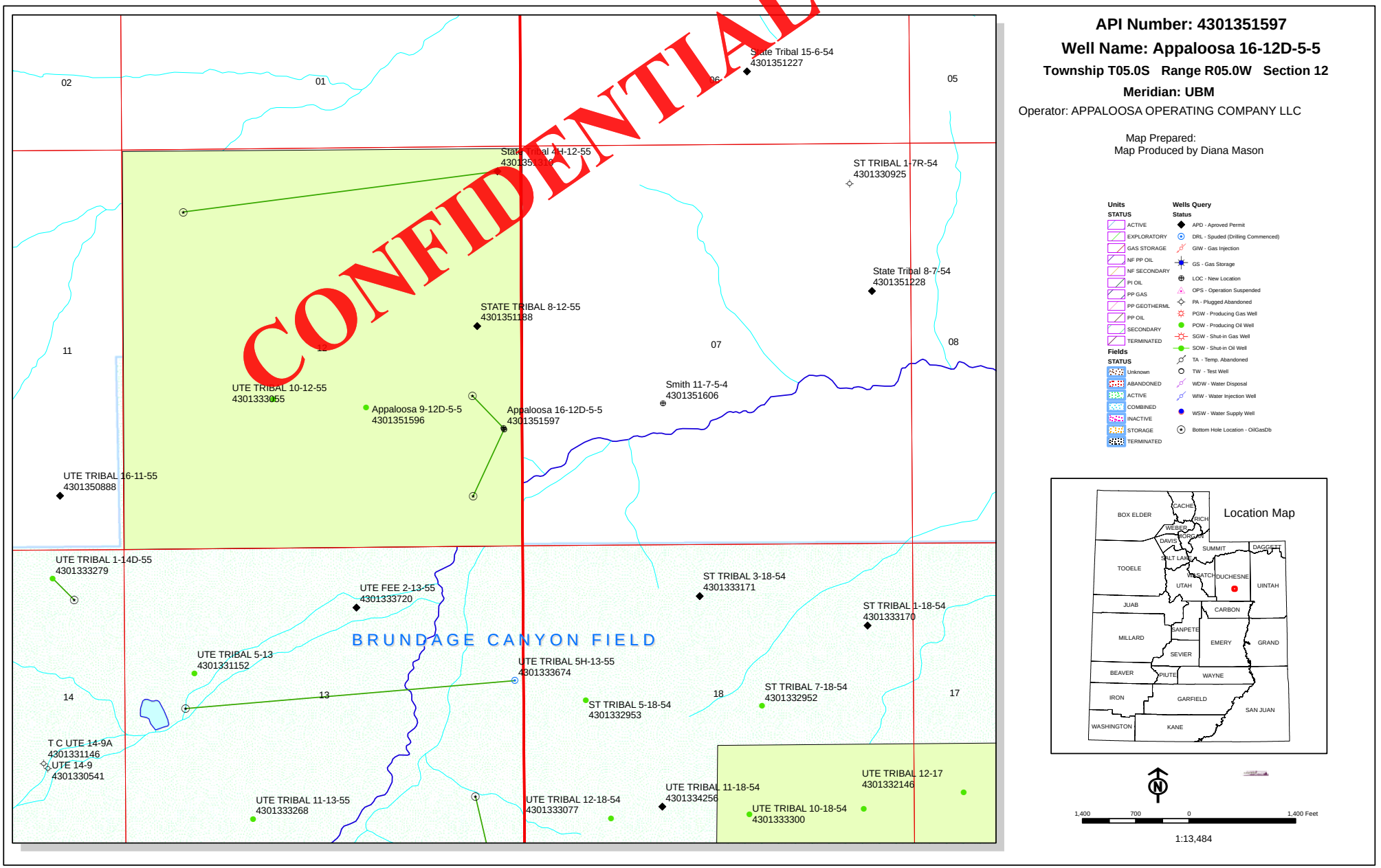
ACCESS ROAD MAP

TOPOGRAPHIC MAP

SHEET
A

RECEIVED: July 25, 2012

API Well Number: 43013515970000



API Number: 4301351597

Well Name: Appaloosa 16-12D-5-5

Township T05.0S Range R05.0W Section 12

Meridian: UBM

Operator: APPALOOSA OPERATING COMPANY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well
Bottom Hole Location - OilGasDb

1,400 700 0 1,400 Feet

1:13,484

RECEIVED: July 31, 2012

API Well Number: 43013515970000

Well Planning Proposal

FOR

Appaloosa Operating Co. LLC
Appaloosa 16-12D-5-5
Duchesne Co., UT

Well File: Design #1 (7/23/12)

Presented By:

Pat Rasmussen
Regional Manager

Bret Wolford
Well Planner

Sperry Drilling Services

RECEIVED: August 01, 2012

API Well Number: 43013515970000

Appaloosa Operating Co. LLC
Project: Duchesne Co., UT (NAD83)
Site: Sec.12-T5S-R5W
Well: Appaloosa 16-12D-5-5
Wellbore: Wellbore #1
Design: Design #1
Latitude: 40° 3' 28.550 N
Longitude: 110° 23' 16.520 W
Ground Level: 6293.70
WELL @ 6293.70usft (Original Well Elev)

Sharewell Energy Services

PROJECT DETAILS: Duchesne Co., UT (NAD83)

Geodetic System: US State Plane 1983
Datum: North American Datum 1983
Ellipsoid: GRS 1980
Zone: Utah Central Zone

System Datum: Mean Sea Level

REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well Appaloosa 16-12D-5-5, True North
Vertical (TVD) Reference: WELL @ 6293.70usft (Original Well Elev)
Section (VS) Reference: Slot - (0.00N, 0.00E)
Measured Depth Reference: WELL @ 6293.70usft (Original Well Elev)
Calculation Method: Minimum Curvature

WELL DETAILS: Appaloosa 16-12D-5-5

Ground Level: 6293.70

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	7191760.073	1951679.113	40° 3' 28.550 N	110° 23' 16.520 W	

WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)

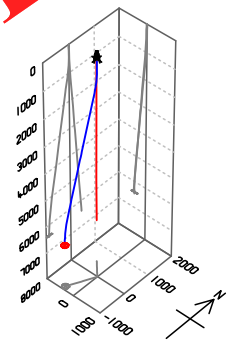
Name	TVD	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Shape
16-12D-5-5 Tgt	6400.00	-882.03	-414.20	7190872.961	1951275.911	40° 3' 19.833 N	110° 23' 21.847 W	Circle (Radius: 100.00)

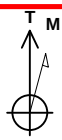
SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSect	Annotation
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
450.00	0.00	0.00	450.00	0.00	0.00	0.00	0.00	0.00	Start Build 2.00
986.43	10.73	205.15	983.30	-45.33	-21.28	2.00	205.15	50.08	Start 4427.48 hold at 986.43 MD
5413.92	10.73	205.15	5333.39	-731.37	-371.63	0.00	0.00	874.29	Start Drop -1.00
6486.78	0.00	0.00	6400.00	-882.03	-414.20	1.00	180.00	974.44	TD at 6486.78

FORMATION TOP DETAILS

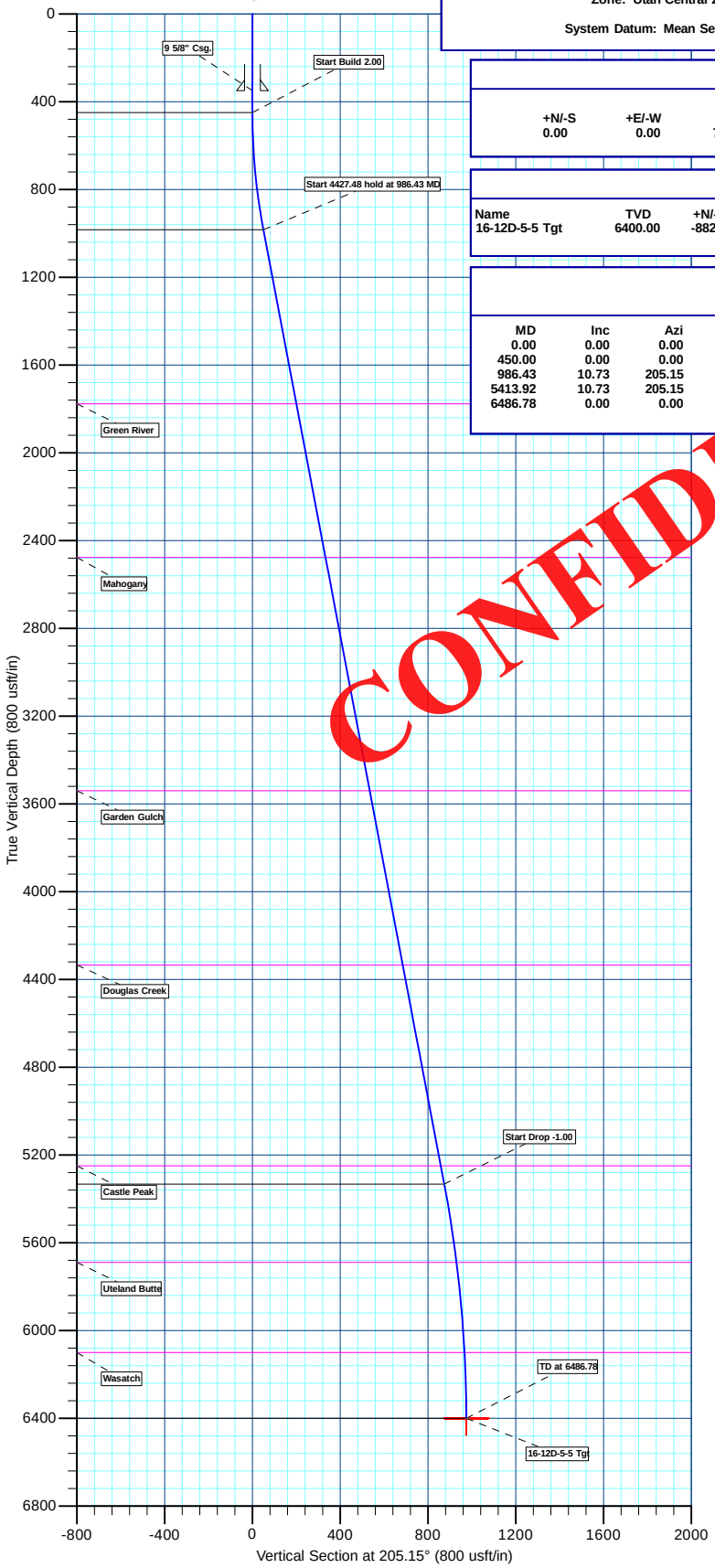
TVDPath	MDPath	Formation
1777.00	1794.25	Green River
2477.00	2506.70	Mahogany
3540.00	3588.62	Garden Gulch
4335.00	4397.76	Douglas Creek
5250.00	5329.04	Castle Peak
5690.00	5774.95	Uteland Butte
6100.00	6186.64	Wasatch

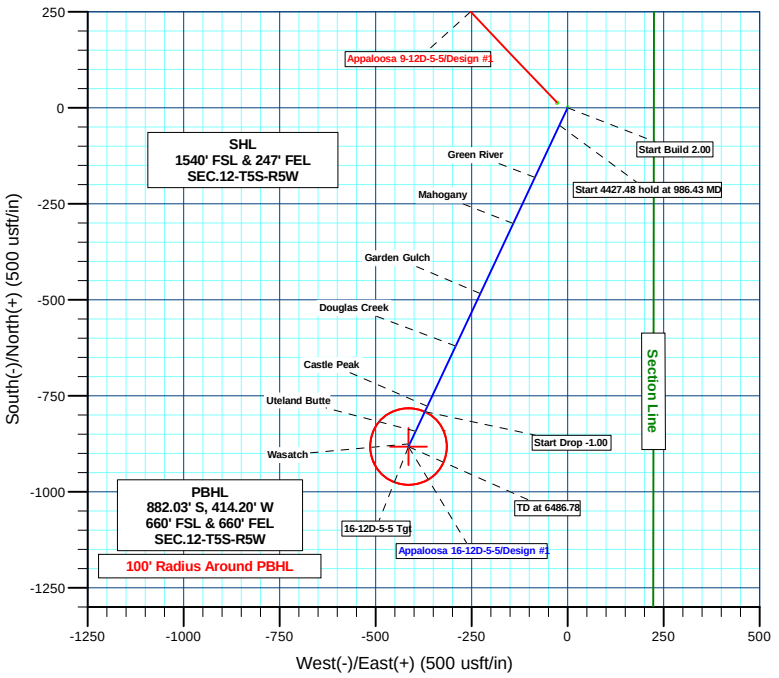




Azimuths to True North
Magnetic North: 11.30°

Magnetic Field
Strength: 52116.1snT
Dip Angle: 65.71°
Date: 2012/07/23
Model: IGRF2010





Plan: Design #1 (Appaloosa 16-12D-5-5/Wellbore #1)

Created By: Bret Wolford Date: 15:01, July 23 2012

API Well Number: 43013515970000

Appaloosa Operating Co. LLC

Duchesne Co., UT (NAD83)
Sec.12-T5S-R5W
Appaloosa 16-12D-5-5

Wellbore #1

Plan: Design #1

Standard Planning Report

23 July, 2012

Sharewell Energy Services

RECEIVED: August 01, 2012

Sharewell Energy Services
Planning Report

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Company:	Appaloosa Operating Co. LLC	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Project:	Duchesne Co., UT (NAD83)	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site:	Sec.12-T5S-R5W	**North Reference:**	True
Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Project Duchesne Co., UT (NAD83)

Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		

Site Sec.12-T5S-R5W

Site Position:		**Northing:**	7,191,772.896 usft	**Latitude:**	40° 3' 28.680 N
From:	Lat/Long	**Easting:**	1,951,651.739 usft	**Longitude:**	110° 23' 16.870 W
Position Uncertainty:	0.00 usft	**Slot Radius:**	13-3/16 "	**Grid Convergence:**	0.71 °

Well Appaloosa 16-12D-5-5

Well Position	**+N/-S**	-13.16 usft	**Northing:**	7,191,760.013 usft	**Latitude:**	40° 3' 28.550 N
	+E/-W	27.21 usft	**Easting:**	1,951,679.113 usft	**Longitude:**	110° 23' 16.520 W
Position Uncertainty		0.00 usft	**Wellhead Elevation:**	usft	**Ground Level:**	6,293.70 usft

Wellbore Wellbore #1

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	07/23/12	11.30	65.71	52,116

Design Design #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.00

Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	0.00	0.00	0.00	205.15

Plan Sections

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
450.00	0.00	0.00	450.00	0.00	0.00	0.00	0.00	0.00	0.00	
986.43	10.73	205.15	983.30	-45.33	-21.29	2.00	2.00	0.00	205.15	
5,413.92	10.73	205.15	5,333.39	-791.37	-371.63	0.00	0.00	0.00	0.00	
6,486.78	0.00	0.00	6,400.00	-882.03	-414.20	1.00	-1.00	0.00	180.00	16-12D-5-5 Tgt

RECEIVED: August 01, 2012

Sharewell Energy Services

Planning Report

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Company:	Appaloosa Operating Co. LLC	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Project:	Duchesne Co., UT (NAD83)	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site:	Sec.12-T5S-R5W	**North Reference:**	True
Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
9 5/8" Csg.									
350.00	0.00	0.00	350.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 2.00									
450.00	0.00	0.00	450.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	1.00	205.15	500.00	-0.39	-0.15	0.44	2.00	2.00	0.00
600.00	3.00	205.15	599.93	-3.55	-1.67	3.93	2.00	2.00	0.00
700.00	5.00	205.15	699.68	-9.87	-4.63	10.90	2.00	2.00	0.00
800.00	7.00	205.15	799.13	-19.33	-9.08	21.35	2.00	2.00	0.00
900.00	9.00	205.15	898.15	-31.93	-14.99	35.27	2.00	2.00	0.00
Start 4427.48 hold at 986.43 MD									
986.43	10.73	205.15	983.30	-45.33	-21.29	50.08	2.00	2.00	0.00
1,000.00	10.73	205.15	996.65	-47.61	-22.36	52.60	0.00	0.00	0.00
1,100.00	10.73	205.15	1,094.89	-64.46	-30.27	71.22	0.00	0.00	0.00
1,200.00	10.73	205.15	1,193.14	-81.31	-38.19	89.83	0.00	0.00	0.00
1,300.00	10.73	205.15	1,291.39	-98.17	-46.10	108.45	0.00	0.00	0.00
1,400.00	10.73	205.15	1,389.64	-115.02	-54.01	127.07	0.00	0.00	0.00
1,500.00	10.73	205.15	1,487.89	-131.87	-61.92	145.68	0.00	0.00	0.00
1,600.00	10.73	205.15	1,586.15	-148.72	-69.84	164.30	0.00	0.00	0.00
1,700.00	10.73	205.15	1,684.40	-165.57	-77.75	182.91	0.00	0.00	0.00
Green River									
1,794.25	10.73	205.15	1,777.00	-181.45	-85.21	200.46	0.00	0.00	0.00
1,800.00	10.73	205.15	1,782.65	-182.42	-85.66	201.53	0.00	0.00	0.00
1,900.00	10.73	205.15	1,880.90	-199.27	-93.58	220.14	0.00	0.00	0.00
2,000.00	10.73	205.15	1,979.15	-216.12	-101.49	238.76	0.00	0.00	0.00
2,100.00	10.73	205.15	2,077.41	-232.97	-109.40	257.38	0.00	0.00	0.00
2,200.00	10.73	205.15	2,175.66	-249.82	-117.31	275.99	0.00	0.00	0.00
2,300.00	10.73	205.15	2,273.91	-266.67	-125.23	294.61	0.00	0.00	0.00
2,400.00	10.73	205.15	2,372.16	-283.52	-133.14	313.22	0.00	0.00	0.00
2,500.00	10.73	205.15	2,470.41	-300.37	-141.05	331.84	0.00	0.00	0.00
Mahogany									
2,506.70	10.73	205.15	2,477.00	-301.50	-141.58	333.09	0.00	0.00	0.00
2,600.00	10.73	205.15	2,568.67	-317.22	-148.97	350.46	0.00	0.00	0.00
2,700.00	10.73	205.15	2,666.92	-334.07	-156.88	369.07	0.00	0.00	0.00
2,800.00	10.73	205.15	2,765.17	-350.92	-164.79	387.69	0.00	0.00	0.00
2,900.00	10.73	205.15	2,863.42	-367.77	-172.70	406.30	0.00	0.00	0.00
3,000.00	10.73	205.15	2,961.67	-384.62	-180.62	424.92	0.00	0.00	0.00
3,100.00	10.73	205.15	3,059.93	-401.47	-188.53	443.53	0.00	0.00	0.00
3,200.00	10.73	205.15	3,158.18	-418.32	-196.44	462.15	0.00	0.00	0.00
3,300.00	10.73	205.15	3,256.43	-435.17	-204.36	480.77	0.00	0.00	0.00
3,400.00	10.73	205.15	3,354.68	-452.02	-212.27	499.38	0.00	0.00	0.00
3,500.00	10.73	205.15	3,452.93	-468.87	-220.18	518.00	0.00	0.00	0.00
Garden Gulch									
3,588.62	10.73	205.15	3,540.00	-483.80	-227.19	534.49	0.00	0.00	0.00
3,600.00	10.73	205.15	3,551.19	-485.72	-228.09	536.61	0.00	0.00	0.00
3,700.00	10.73	205.15	3,649.44	-502.57	-236.01	555.23	0.00	0.00	0.00
3,800.00	10.73	205.15	3,747.69	-519.42	-243.92	573.85	0.00	0.00	0.00
3,900.00	10.73	205.15	3,845.94	-536.27	-251.83	592.46	0.00	0.00	0.00
4,000.00	10.73	205.15	3,944.19	-553.12	-259.75	611.08	0.00	0.00	0.00

Sharewell Energy Services
Planning Report

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Company:	Appaloosa Operating Co. LLC	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Project:	Duchesne Co., UT (NAD83)	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site:	Sec.12-T5S-R5W	**North Reference:**	True
Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
4,100.00	10.73	205.15	4,042.44	-569.97	-267.66	629.69	0.00	0.00	0.00
4,200.00	10.73	205.15	4,140.70	-586.83	-275.57	648.31	0.00	0.00	0.00
4,300.00	10.73	205.15	4,238.95	-603.68	-283.49	666.92	0.00	0.00	0.00
Douglas Creek									
4,397.76	10.73	205.15	4,335.00	-620.15	-291.22	685.12	0.00	0.00	0.00
4,400.00	10.73	205.15	4,337.20	-620.53	-291.40	685.54	0.00	0.00	0.00
4,500.00	10.73	205.15	4,435.45	-637.38	-299.31	704.16	0.00	0.00	0.00
4,600.00	10.73	205.15	4,533.70	-654.23	-307.22	722.77	0.00	0.00	0.00
4,700.00	10.73	205.15	4,631.96	-671.08	-315.14	741.39	0.00	0.00	0.00
4,800.00	10.73	205.15	4,730.21	-687.93	-323.05	760.00	0.00	0.00	0.00
4,900.00	10.73	205.15	4,828.46	-704.78	-330.96	778.62	0.00	0.00	0.00
5,000.00	10.73	205.15	4,926.71	-721.63	-338.88	797.23	0.00	0.00	0.00
5,100.00	10.73	205.15	5,024.96	-738.48	-346.79	815.85	0.00	0.00	0.00
5,200.00	10.73	205.15	5,123.22	-755.33	-354.70	834.47	0.00	0.00	0.00
5,300.00	10.73	205.15	5,221.47	-772.18	-362.61	853.08	0.00	0.00	0.00
Castle Peak									
5,329.04	10.73	205.15	5,250.00	-777.01	-364.91	858.49	0.00	0.00	0.00
5,400.00	10.73	205.15	5,319.72	-789.03	-370.53	871.70	0.00	0.00	0.00
Start Drop -1.00									
5,413.92	10.73	205.15	5,333.39	-791.37	-371.63	874.29	0.00	0.00	0.00
5,500.00	9.87	205.15	5,418.09	-805.30	-378.17	889.68	1.00	-1.00	0.00
5,600.00	8.87	205.15	5,516.75	-820.04	-385.09	905.95	1.00	-1.00	0.00
5,700.00	7.87	205.15	5,615.69	-833.21	-391.27	920.51	1.00	-1.00	0.00
Uteland Butte									
5,774.95	7.12	205.15	5,690.00	-842.06	-395.43	930.28	1.00	-1.00	0.00
5,800.00	6.87	205.15	5,714.86	-844.82	-396.72	933.33	1.00	-1.00	0.00
5,900.00	5.87	205.15	5,814.24	-854.86	-401.44	944.42	1.00	-1.00	0.00
6,000.00	4.87	205.15	5,913.80	-863.32	-405.42	953.78	1.00	-1.00	0.00
6,100.00	3.87	205.15	6,013.51	-870.22	-408.65	961.39	1.00	-1.00	0.00
Wasatch									
6,186.64	3.00	205.15	6,100.00	-874.92	-410.86	966.58	1.00	-1.00	0.00
6,200.00	2.87	205.15	6,113.34	-875.53	-411.15	967.27	1.00	-1.00	0.00
6,300.00	1.87	205.15	6,213.25	-879.27	-412.91	971.40	1.00	-1.00	0.00
6,400.00	0.87	205.15	6,313.22	-881.44	-413.92	973.79	1.00	-1.00	0.00
TD at 6486.78 - 16-12D-5-5 Tgt									
6,486.78	0.00	0.00	6,400.00	-882.03	-414.20	974.44	1.00	-1.00	0.00

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
16-12D-5-5 Tgt - plan hits target center - Circle (radius 100.00)	0.00	0.00	6,400.00	-882.03	-414.20	7,190,872.961	1,951,275.911	40° 3' 19.833 N	110° 23' 21.847 W

Sharewell Energy Services
Planning Report

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Company:	Appaloosa Operating Co. LLC	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Project:	Duchesne Co., UT (NAD83)	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site:	Sec.12-T5S-R5W	**North Reference:**	True
Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Casing Points

Measured Depth (usft)	Vertical Depth (usft)	Name	Casing Diameter (")	Hole Diameter (")
350.00	350.00	9 5/8" Csg.	9-5/8	12-1/4

Formations

Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,794.25	1,777.00	Green River		0.00	
2,506.70	2,477.00	Mahogany		0.00	
3,588.62	3,540.00	Garden Gulch		0.00	
4,397.76	4,335.00	Douglas Creek		0.00	
5,329.04	5,250.00	Castle Peak		0.00	
5,774.95	5,690.00	Uteland Butte		0.00	
6,186.64	6,100.00	Wasatch		0.00	

Plan Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates +N/-S (usft)	+E/-W (usft)	Comment
450.00	450.00	0.00	0.00	Start Build 2.00
986.43	983.30	-45.33	-21.29	Start 4427.48 hold at 986.43 MD
5,413.92	5,333.39	-791.37	-371.63	Start Drop -1.00
6,486.78	6,400.00	-882.03	-414.20	TD at 6486.78

RECEIVED: August 01, 2012

API Well Number: 43013515970000

Appaloosa Operating Co. LLC

Duchesne Co., UT (NAD83)
Sec.12-T5S-R5W
Appaloosa 16-12D-5-5

Wellbore #1
Design #1

Anticollision Report

23 July, 2012

Sharewell Energy Services

RECEIVED: August 01, 2012

Sharewell Energy Services

Anticollision Report

Company:	Appaloosa Operating Co. LLC	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Project:	Duchesne Co., UT (NAD83)	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Reference Site:	Sec.12-T5S-R5W	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site Error:	0.00 usft	**North Reference:**	True
Reference Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.00 usft	**Output errors are at**	2.00 sigma
Reference Wellbore	Wellbore #1	**Database:**	EDM 5000.1 Single User Db
Reference Design:	Design #1	**Offset TVD Reference:**	Offset Datum

Reference Design #1

Filter type:	NO GLOBAL FILTER: Using user defined selection & filtering criteria		
Interpolation Method:	Stations	**Error Model:**	ISCWSA
Depth Range:	Unlimited	**Scan Method:**	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 9,999.98 usft	**Error Surface:**	Elliptical Conic
Warning Levels Evaluated at:	2.00 **Sigma**	**Casing Method:**	Not applied

Survey Tool Program **Date** 07/23/12

From (usft)	To (usft)	Survey (Wellbore)	Tool Name	Description
0.00	6,486.78	Design #1 (Wellbore #1)	MWD	MWD - Standard

Summary

Site Name / Offset Well - Wellbore - Design	Reference Measured Depth (usft)	Offset Measured Depth (usft)	Distance Between Centres (usft)	Distance Between Ellipses (usft)	Separation Factor	Warning
Sec.12-T5S-R5W						
Appaloosa 9-12D-5-5 - Wellbore #1 - Design #1	450.00	450.00	30.23	28.43	16.810	CC, ES
Appaloosa 9-12D-5-5 - Wellbore #1 - Design #1	600.00	598.26	34.31	31.90	14.231	SF

Offset Design Sec.12-T5S-R5W - Appaloosa 9-12D-5-5 - Wellbore #1 - Design #1

Survey Program: 0-MWD

Offset Site Error: 0.00 usft

Offset Well Error: 0.00 usft

Reference Measured Depth (usft)	Reference Vertical Depth (usft)	Offset Measured Depth (usft)	Offset Vertical Depth (usft)	Semi Major Axis Reference (usft)	Semi Major Axis Offset (usft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (usft)	Offset Wellbore Centre +E/-W (usft)	Distance Between Centres (usft)	Distance Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor	Warning
0.00	0.00	0.00	0.00	0.00	0.00	-64.20	13.16	-27.21	30.23				
100.00	100.00	100.00	100.00	0.11	0.11	-64.20	13.16	-27.21	30.23	30.00	0.22	134.480	
200.00	200.00	200.00	200.00	0.34	0.34	-64.20	13.16	-27.21	30.23	29.55	0.67	44.827	
300.00	300.00	300.00	300.00	0.56	0.56	-64.20	13.16	-27.21	30.23	29.10	1.12	26.896	
400.00	400.00	400.00	400.00	0.79	0.79	-64.20	13.16	-27.21	30.23	28.65	1.57	19.211	
450.00	450.00	450.00	450.00	0.90	0.90	-64.20	13.16	-27.21	30.23	28.43	1.80	16.810	CC, ES
500.00	500.00	499.50	499.50	1.00	1.01	91.73	13.47	-27.51	30.64	28.63	2.01	15.271	
600.00	599.93	598.26	598.19	1.19	1.23	99.34	15.94	-29.86	34.31	31.90	2.41	14.231	SF
700.00	699.68	696.30	695.99	1.39	1.46	110.14	20.82	-34.51	42.99	40.14	2.85	15.087	
800.00	799.13	794.18	793.41	1.63	1.70	119.82	27.76	-41.11	57.23	53.91	3.32	17.241	
900.00	898.15	892.19	890.91	1.90	1.95	127.57	34.94	-47.95	74.90	71.10	3.80	19.711	
986.43	983.30	976.36	974.64	2.18	2.18	132.97	41.12	-53.83	92.77	88.54	4.23	21.933	
1,000.00	996.63	989.52	987.75	2.23	2.22	133.76	42.09	-54.75	95.78	91.48	4.30	22.286	
1,100.00	1,094.89	1,086.59	1,084.31	2.59	2.48	138.33	49.21	-61.53	118.36	113.56	4.80	24.638	
1,200.00	1,193.14	1,183.65	1,180.87	2.96	2.75	141.43	56.33	-68.30	141.43	136.11	5.32	26.603	
1,300.00	1,291.39	1,280.71	1,277.44	3.35	3.02	143.66	63.45	-75.08	164.78	158.95	5.83	28.248	
1,400.00	1,389.64	1,377.78	1,374.00	3.74	3.30	145.33	70.57	-81.86	188.31	181.96	6.35	29.633	
1,500.00	1,487.89	1,474.84	1,470.57	4.14	3.57	146.63	77.69	-88.64	211.96	205.08	6.88	30.811	
1,600.00	1,586.15	1,571.90	1,567.13	4.54	3.85	147.68	84.81	-95.41	235.69	228.28	7.41	31.824	
1,700.00	1,684.40	1,668.97	1,663.69	4.95	4.12	148.53	91.93	-102.19	259.48	251.55	7.94	32.700	
1,800.00	1,782.65	1,766.03	1,760.26	5.35	4.40	149.23	99.05	-108.97	283.32	274.85	8.47	33.465	
1,900.00	1,880.90	1,863.09	1,856.82	5.76	4.68	149.83	106.17	-115.75	307.19	298.19	9.00	34.138	
2,000.00	1,979.15	1,960.16	1,953.39	6.17	4.96	150.34	113.29	-122.53	331.08	321.55	9.53	34.734	
2,100.00	2,077.41	2,057.22	2,049.95	6.58	5.24	150.79	120.41	-129.30	355.00	344.94	10.07	35.265	
2,200.00	2,175.66	2,154.28	2,146.51	7.00	5.52	151.18	127.53	-136.08	378.94	368.34	10.60	35.741	

CC - Min centre to center distance or covergent point, SF - min separation factor, ES - min ellipse separation

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Sharewell Energy Services

Anticollision Report

Company:	Appaloosa Operating Co. LLC	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Project:	Duchesne Co., UT (NAD83)	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Reference Site:	Sec.12-T5S-R5W	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site Error:	0.00 usft	**North Reference:**	True
Reference Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.00 usft	**Output errors are at**	2.00 sigma
Reference Wellbore	Wellbore #1	**Database:**	EDM 5000.1 Single User Db
Reference Design:	Design #1	**Offset TVD Reference:**	Offset Datum

Offset Design Sec.12-T5S-R5W - Appaloosa 9-12D-5-5 - Wellbore #1 - Design #1

Offset Site Error: 0.00 usft

Survey Program: 0-MWD

Offset Well Error: 0.00 usft

Reference Measured Depth (usft)	Reference Vertical Depth (usft)	Offset Measured Depth (usft)	Offset Vertical Depth (usft)	Semi Major Axis Reference (usft)	Semi Major Axis Offset (usft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (usft)	Offset Wellbore Centre +E/-W (usft)	Distance Between Centres (usft)	Distance Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor	Warning
2,300.00	2,273.91	2,251.35	2,243.08	7.41	5.80	151.52	134.65	-142.86	402.89	391.75	11.14	36.170	
2,400.00	2,372.16	2,348.41	2,339.64	7.83	6.08	151.82	141.77	-149.64	426.85	415.18	11.68	36.558	
2,500.00	2,470.41	2,445.47	2,436.21	8.24	6.36	152.09	148.89	-156.41	450.82	438.61	12.21	36.911	
2,600.00	2,568.67	2,542.53	2,532.77	8.66	6.64	152.33	156.01	-163.19	474.81	462.05	12.75	37.234	
2,700.00	2,666.92	2,639.60	2,629.34	9.07	6.92	152.55	163.13	-169.97	498.79	485.50	13.29	37.529	
2,800.00	2,765.17	2,736.66	2,725.90	9.49	7.20	152.75	170.25	-176.75	522.79	508.96	13.83	37.801	
2,900.00	2,863.42	2,833.72	2,822.46	9.90	7.48	152.93	177.38	-183.53	546.79	532.42	14.37	38.052	
3,000.00	2,961.67	2,930.79	2,919.03	10.32	7.76	153.10	184.50	-190.30	570.79	555.89	14.91	38.284	
3,100.00	3,059.93	3,027.85	3,015.59	10.74	8.05	153.26	191.62	-197.08	594.81	579.35	15.45	38.499	
3,200.00	3,158.18	3,124.91	3,112.16	11.16	8.33	153.40	198.74	-203.86	618.82	602.83	15.99	38.699	
3,300.00	3,256.43	3,221.98	3,208.72	11.57	8.61	153.53	205.86	-210.64	642.83	626.30	16.53	38.886	
3,400.00	3,354.68	3,319.04	3,305.28	11.99	8.89	153.65	212.98	-217.41	666.85	649.78	17.07	39.061	
3,500.00	3,452.93	3,416.10	3,401.85	12.41	9.17	153.76	220.10	-224.19	690.87	673.26	17.61	39.224	
3,600.00	3,551.19	3,513.17	3,498.41	12.83	9.46	153.87	227.22	-230.97	714.90	696.74	18.16	39.377	
3,700.00	3,649.44	3,610.23	3,594.98	13.24	9.74	153.97	234.34	-237.75	738.92	720.23	18.70	39.522	
3,800.00	3,747.69	3,707.29	3,691.54	13.66	10.02	154.06	241.46	-244.53	762.95	743.71	19.24	39.657	
3,900.00	3,845.94	3,804.36	3,788.10	14.08	10.30	154.15	248.58	-251.30	786.98	767.20	19.78	39.785	
4,000.00	3,944.19	3,901.42	3,884.67	14.50	10.58	154.23	255.70	-258.08	811.01	790.69	20.32	39.906	
4,100.00	4,042.45	3,998.48	3,981.23	14.92	10.87	154.30	262.82	-264.86	835.05	814.18	20.87	40.021	
4,200.00	4,140.70	4,095.55	4,077.80	15.34	11.15	154.38	269.94	-271.64	859.08	837.67	21.41	40.129	
4,300.00	4,238.95	4,192.61	4,174.36	15.76	11.43	154.45	277.06	-278.42	883.12	861.17	21.95	40.232	
4,400.00	4,337.20	4,289.67	4,270.92	16.17	11.71	154.51	284.18	-285.19	907.15	884.66	22.49	40.330	
4,500.00	4,435.45	4,386.74	4,367.49	16.59	11.99	154.57	291.30	-291.97	931.19	908.16	23.04	40.423	
4,600.00	4,533.70	4,483.80	4,464.05	17.01	12.28	154.63	298.42	-298.75	955.23	931.65	23.58	40.511	
4,700.00	4,631.96	4,580.86	4,560.62	17.43	12.56	154.69	305.54	-305.53	979.27	955.15	24.12	40.595	
4,800.00	4,730.21	4,677.92	4,657.18	17.85	12.84	154.74	312.67	-312.30	1,003.31	978.65	24.67	40.676	
4,900.00	4,828.46	4,774.99	4,753.74	18.27	13.12	154.79	319.79	-319.08	1,027.35	1,002.14	25.21	40.752	
5,000.00	4,926.71	4,872.05	4,850.31	18.69	13.41	154.84	326.91	-325.86	1,051.39	1,025.64	25.75	40.826	
5,100.00	5,024.96	4,969.11	4,946.87	19.11	13.69	154.88	334.03	-332.64	1,075.44	1,049.14	26.30	40.896	
5,200.00	5,123.22	5,066.18	5,043.44	19.53	13.97	154.93	341.15	-339.42	1,099.48	1,072.64	26.84	40.963	
5,300.00	5,221.47	5,163.24	5,140.00	19.95	14.25	154.97	348.27	-346.19	1,123.52	1,096.14	27.38	41.028	
5,400.00	5,319.72	5,260.30	5,236.57	20.36	14.54	155.01	355.39	-352.97	1,147.57	1,119.64	27.93	41.089	
5,413.92	5,333.39	5,273.81	5,250.00	20.42	14.58	155.02	356.38	-353.91	1,150.91	1,122.91	28.00	41.098	
5,500.00	5,418.09	5,357.51	5,333.27	20.72	14.82	155.12	362.52	-359.76	1,171.04	1,142.57	28.48	41.122	
5,600.00	5,516.76	5,455.07	5,430.33	21.00	15.10	155.21	369.68	-366.57	1,192.99	1,164.00	28.99	41.153	
5,700.00	5,615.69	5,552.96	5,527.71	21.25	15.39	155.25	376.86	-373.41	1,213.39	1,183.90	29.49	41.141	
5,800.00	5,714.86	5,651.15	5,625.40	21.49	15.67	155.25	384.06	-380.26	1,232.24	1,202.25	29.99	41.090	
5,900.00	5,814.24	5,749.61	5,723.36	21.71	15.96	155.21	391.28	-387.14	1,249.53	1,219.06	30.47	41.003	
6,000.00	5,913.80	5,848.32	5,821.56	21.92	16.25	155.13	398.52	-394.03	1,265.27	1,234.32	30.95	40.881	
6,100.00	6,013.51	5,947.23	5,919.96	22.11	16.54	155.02	405.78	-400.94	1,279.45	1,248.03	31.42	40.727	
6,200.00	6,113.34	6,046.33	6,018.55	22.28	16.82	154.87	413.05	-407.86	1,292.07	1,260.20	31.87	40.543	
6,300.00	6,213.25	6,145.58	6,117.29	22.43	17.11	154.69	420.33	-414.79	1,303.15	1,270.83	32.31	40.330	
6,400.00	6,313.22	6,244.95	6,216.15	22.56	17.40	154.47	427.62	-421.73	1,312.67	1,279.93	32.74	40.090	
6,486.78	6,400.00	6,331.26	6,302.01	22.67	17.65	-0.59	433.95	-427.75	1,319.70	1,286.58	33.12	39.847	

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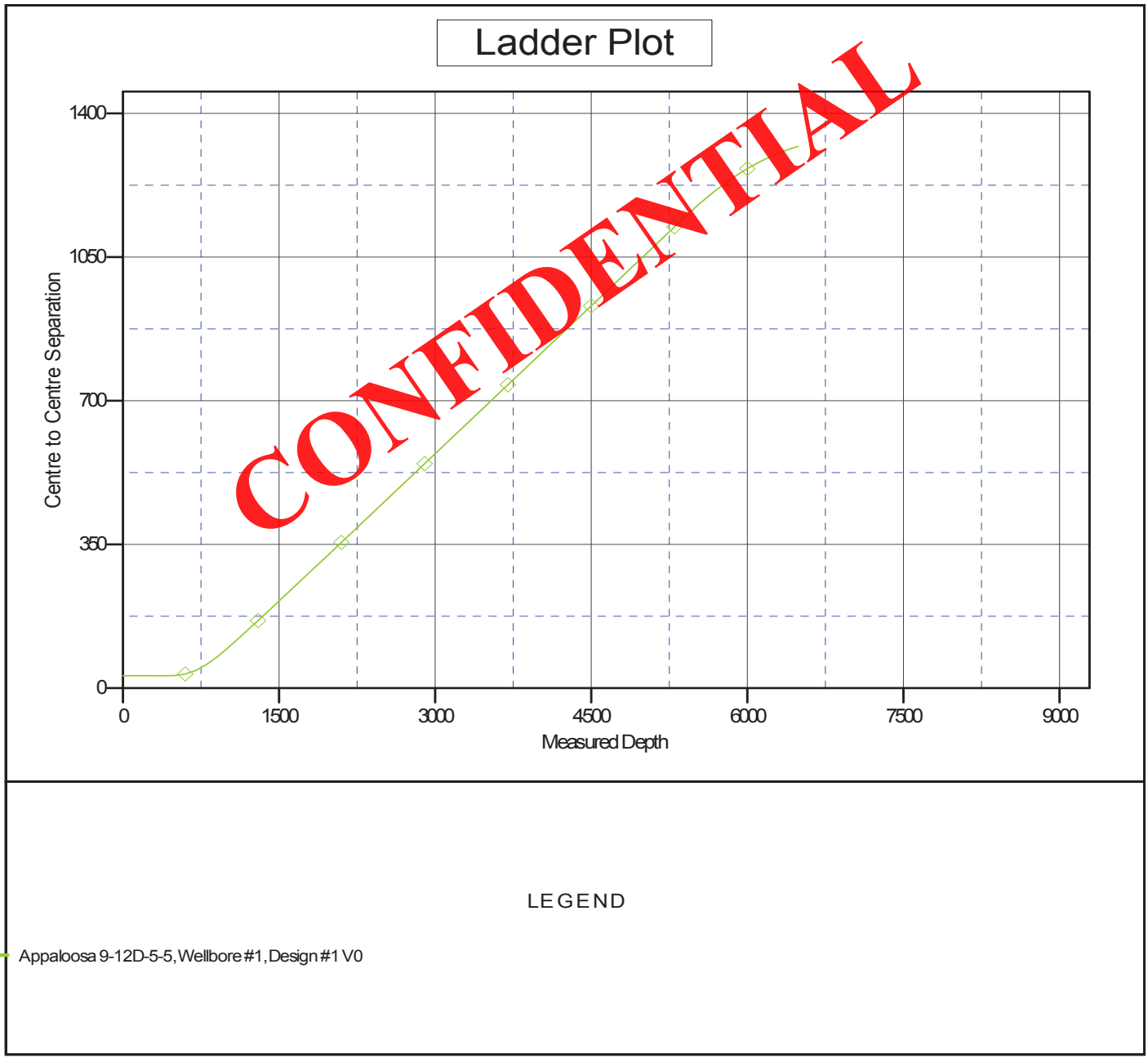
Sharewell Energy Services

Anticollision Report

Company:	Appaloosa Operating Co. LLC	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
Project:	Duchesne Co., UT (NAD83)	**TVD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Reference Site:	Sec.12-T5S-R5W	**MD Reference:**	WELL @ 6293.70usft (Original Well Elev)
Site Error:	0.00 usft	**North Reference:**	True
Reference Well:	Appaloosa 16-12D-5-5	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.00 usft	**Output errors are at**	2.00 sigma
Reference Wellbore	Wellbore #1	**Database:**	EDM 5000.1 Single User Db
Reference Design:	Design #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to WELL @ 6293.70usft (Original Well E
Offset Depths are relative to Offset Datum
Central Meridian is 111° 30' 0.000 W

Coordinates are relative to: Appaloosa 16-12D-5-5
Coordinate System is US State Plane 1983, Utah Central Zone
Grid Convergence at Surface is: 0.71°



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Sharewell Energy Services

Anticollision Report

Company:	Appaloosa Operating Co. LLC	**Local Co-ordinate Reference:**	Well Appaloosa 16-12D-5-5
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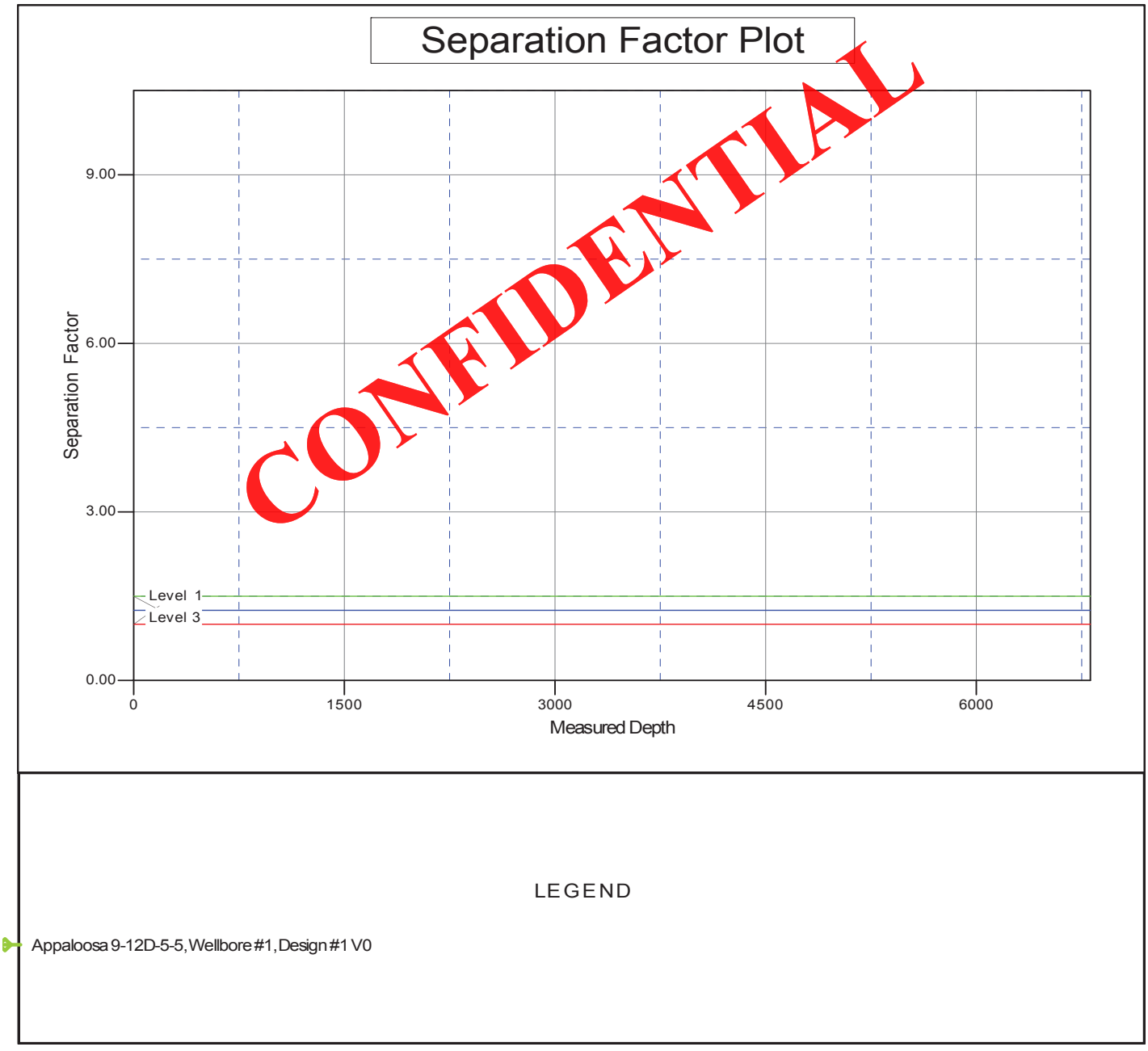
Reference Wellbore	Wellbore #1	**Database:**	EDM 5000.1 Single User Db
Reference Design:	Design #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to WELL @ 6293.70usft (Original Well E
Offset Depths are relative to Offset Datum
Central Meridian is 111° 30' 0.000 W

Coordinates are relative to: Appaloosa 16-12D-5-5
Coordinate System is US State Plane 1983, Utah Central Zone
Grid Convergence at Surface is: 0.71°



RECEIVED: August 01, 2012

API Well Number: 43013515970000

WOOD GROUP PSN

2615 Aviation Drive, Sheridan Wyoming 82801. Tel: 307-675-6400 Fax: 307-675-6401
www.woodgroup.com

August 1, 2012

Ms. Diana Mason
State of Utah
Division of Oil, Gas and Mining
P.O. Box 145801
Salt Lake City, UT 84114-5801

RE: Directional Drilling R649-3-11
Appaloosa 16-12D-5-5 1,540' FSL, 247' FEL (Surface)
660' FSL, 660' FEL (Bottomhole)

Dear Ms. Mason:

Pursuant to the filing of the Appaloosa 16-12D-5-5Application for Permit to Drill regarding the above referenced well on July 25, 2012, Appaloosa is hereby submitting this letter in accordance with the Oil & Gas Conservation Rule R649-3-11 pertaining to Location and Siting of Wells.

- Appaloosa 9-12D-5-5 is located within the proposed project area.
- Appaloosa is permitting this well as a directional well in order to minimize surface disturbance. Locating the well at the surface location and directionally drilling from this location, Appaloosa will be able to utilize the existing road and pipelines in the area.
- Appaloosa hereby certifies that it is the sole working interest owner within four-hundred sixty (460) feet of the entire directional well bore.

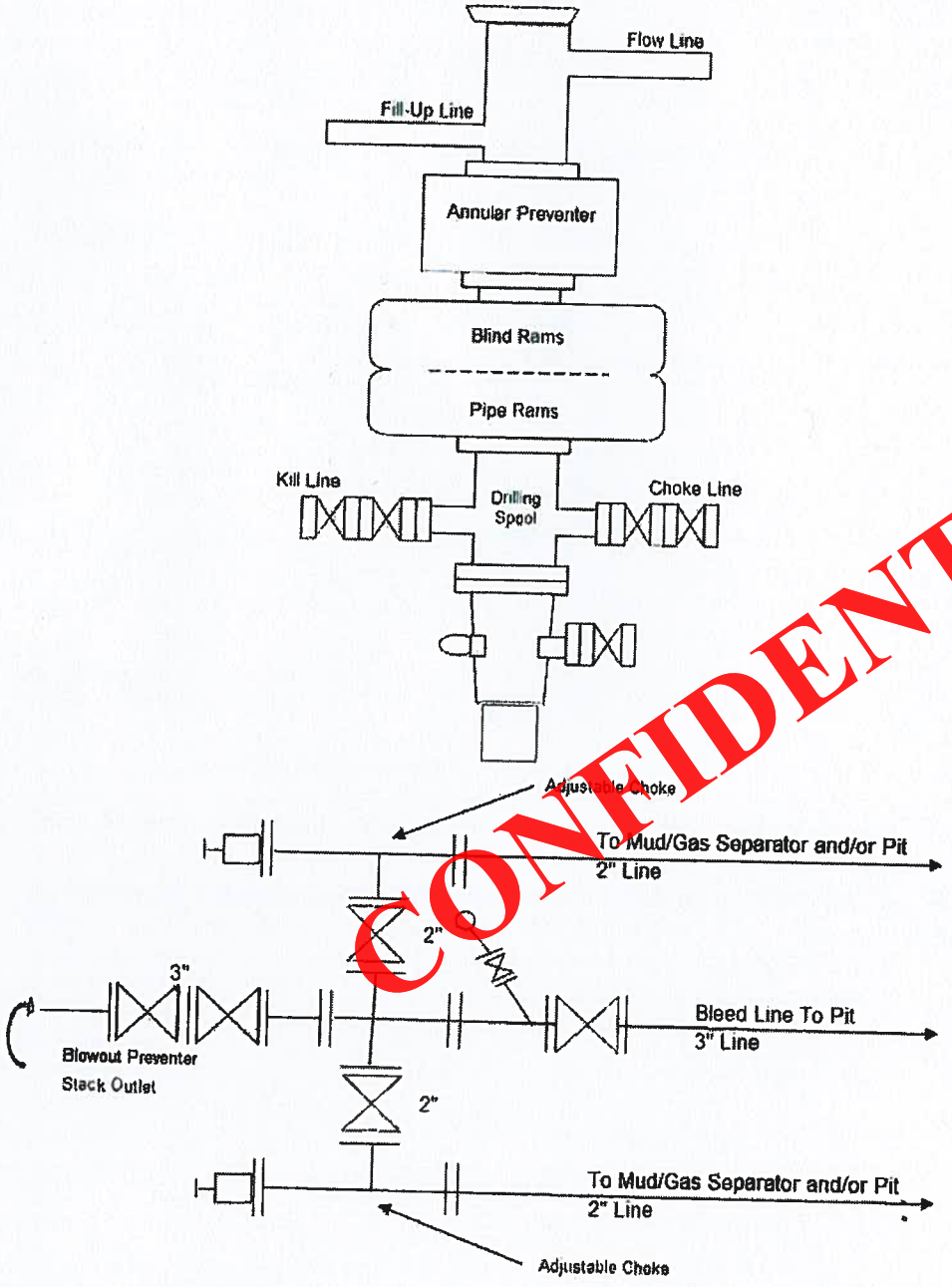
Therefore, based on the above stated information, Appaloosa requests the permit to be granted pursuant to R649-3-11.

Respectfully Submitted,

Shirl Ames

Shirl Ames, Document Control Specialist
Wood Group PSN
Agent

SCHEMATIC DIAGRAM OF 2,000 PSI BOP STACK



API Well Number: 43013515970000

BOPE REVIEW APPALOOSA OPERATING COMPANY LLC Appaloosa 16-12D-5-5 43013515970000

Well Name	APPALOOSA OPERATING COMPANY LLC Appaloosa 16-12D-5-5 430			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	650	6400		
Previous Shoe Setting Depth (TVD)	0	650		
Max Mud Weight (ppg)	8.6	8.9		
BOPE Proposed (psi)	0	2000		
Casing Internal Yield (psi)	2950	4810		
Operators Max Anticipated Pressure (psi)	2000	6.0		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	291		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	213	NO	spud mud
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	148	NO	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	148	NO	
Required Casing/BOPE Test Pressure=		650	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi	*Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	2962		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2194	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1554	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1697	NO	REasonable
Required Casing/BOPE Test Pressure=		2000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		650	psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi	*Assumes 1psi/ft frac gradient

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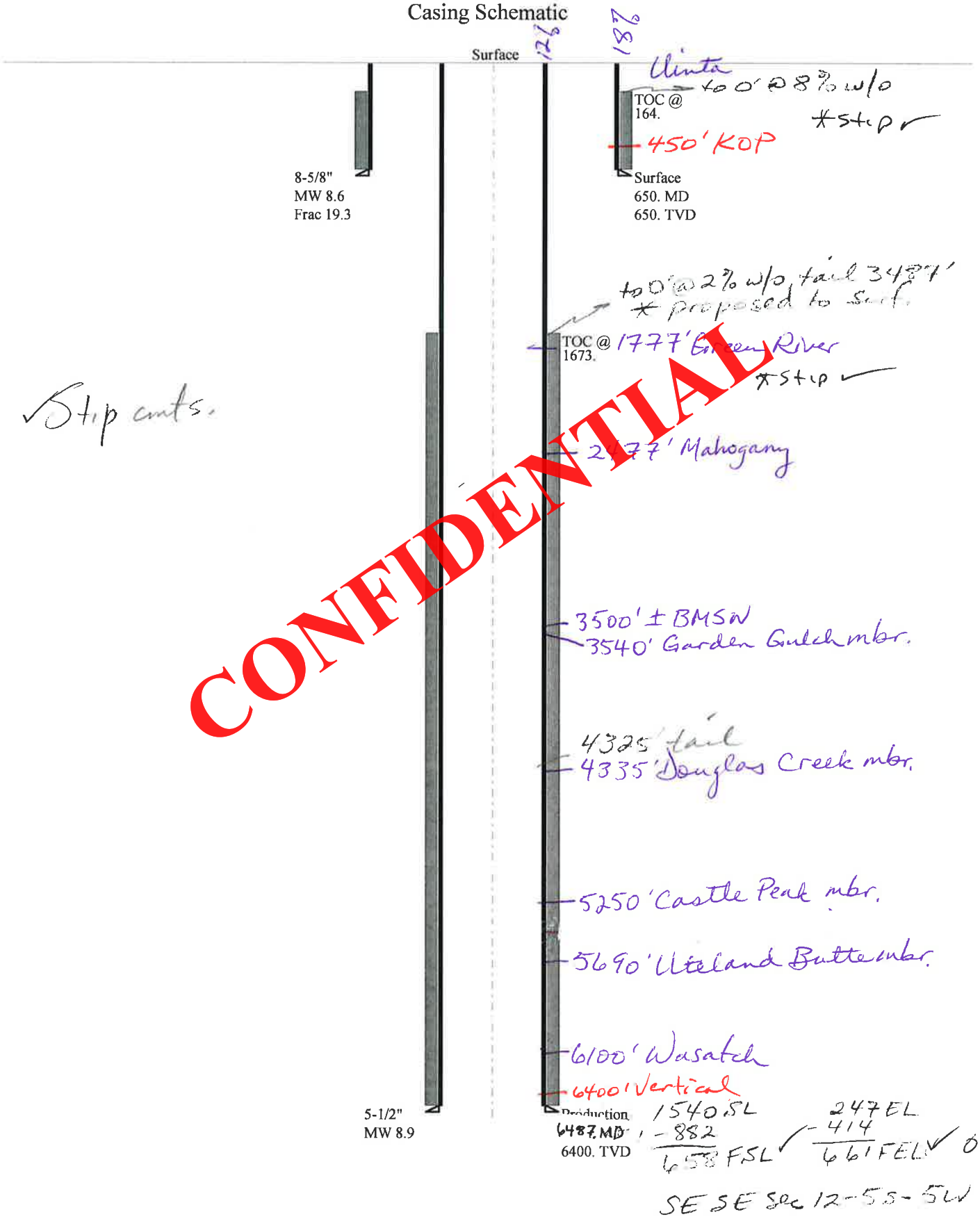
API Well Number: 43013515970000

43013515970000 Appaloosa 16-12D-5-5

Casing Schematic



API Well Number: 43013515970000

Well name:	**43013515970000 Appaloosa 16-12D-5-5**
Operator:	**APPALOOSA OPERATING COMPANY LLC**
String type:	Surface
Project ID:	43-013-51597
Location:	DUCHESNE COUNTY

Design parameters:

Collapse
Mud weight: 8.600 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 212 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 290 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 566 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 83 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 164 ft

Completion type is subs

Directional Info - Build & Drop
Kick-off point 450 ft
Departure at shoe: 7 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 4 °

Re subsequent strings:
Next setting depth: 0 ft
Next mud weight: 8.900 ppg
Next setting BHP: 0 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 650 ft
Injection pressure: 650 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	650	8.625	24.00	J-55	ST&C	650	650	7.972	3346

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	290	1343	4.625	290	2950	10.16	15.6	244	15.64 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: October 1,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 650 ft, a mud weight of 8.6 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43013515970000 Appaloosa 16-12D-5-5**
Operator:	**APPALOOSA OPERATING COMPANY LLC**
String type:	Production
Project ID:	43-013-51597
Location:	DUCHESNE COUNTY

Design parameters:

Collapse
Mud weight: 8.900 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,551 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 2,959 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 5,622 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 164 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 1,673 ft

Completion type is subs

Directional well information:
Kick-off point 450 ft
Departure at shoe: 975 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	6487	5.5	15.50	J-55	LT&C	6400	6487	4.825	22906

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2959	4016	1.357	2959	4810	1.63	99.2	217	2.19 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: October 3,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 6400 ft, a mud weight of 8.9 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator APPALOOSA OPERATING COMPANY LLC
Well Name Appaloosa 16-12D-5-5
API Number 43013515970000 **APD No** 6385 **Field/Unit** BRUNDAGE CANYON
Location: 1/4,1/4 NESE **Sec** 12 **Tw** 5.0S **Rng** 5.0W 1540 FSL 247 FEL
GPS Coord (UTM) 552218 4434367 **Surface Owner** Utah Division of Wildlife Resources

Participants

Brad Posey, John Whiteside - Appaloosa Operating; Ricky Hendricks, Scott Straessler, Preston Anesi - Wood Group; Alex Hansen, Ben Williams - DWR

Regional/Local Setting & Topography

This well is the Second hole on an existing pad. Host well is the 16-12-5-5

The proposed action is within a WMA operated by Utah DWR 6 miles South of the City of Duchesne between Cottonwood and Coyote Canyons. The area is sparsely developed and described as a high desert plain with P/J, greasewood and abundant bunch grasses. The topography is mostly eroded hills and gullies with slopes much greater than 6%. The soils are rather silty ovelain by a great deal of angular clastic shales. The pad is to be built alongside, and on one edge, into the foothills in a small drainage bowl shaped feature that is otherwise rather flat. Blue Grama, Indian Ricegrass and greasewood are the Dominant species.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
	Width 200 **Length** 400	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

High desert shrubland ecosystem. Identified or expected vegetation consists of black sagebrush, shadscale, Atriplex spp., mustard spp, rabbit brush, horsebrush, broom snakeweed, Opuntia spp and spring annuals.
Dominant vegetation;
Blue Gama, Greasewood and Pinion pine surround the proposed site.
Wildlife;
Adjacent habitat contains forbs and grasses that may be suitable browse for deer, antelope, prairie dogs or rabbits, though none were observed. Location supports habitat for wildlife. DWR determined ecosystem is critical habitat for wintering deer and elk.

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API Well Number: 43013515970000

Soil Type and Characteristics
silty sands with clastic shales

Erosion Issues Y
evidence of erosion is present locally and regionally

Sedimentation Issues Y
erodible soils are present onsite

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

Erosion Sedimentation Control Required? Y
Methods (BMP's) on most sides needed to protect very steep slopes

Paleo Survey Run? Y **Paleo Potental Observed?** N **Cultural Survey Run?** Y **Cultural Resources?** N

Reserve Pit

Site-Specific Factors		Site Ranking	
Distance to Groundwater (feet)	100 to 200	5	
Distance to Surface Water (feet)	300 to 1000	2	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)		20	
Native Soil Type	Mod permeability	10	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	47	1 Sensitivity Level

Characteristics / Requirements
If used;
Pit to be dug to a depth of 8’. Because a spill or leak will have a direct path to surface water below from existing gully, pit underlayment is to be used to protect the liner from potential puncture. Pit should be fenced to prevent entry by deer, other wildlife and domestic animals. Pit to be closed within one year after drilling activities are complete.

Operator plans to use a closed loop system with a small cuttings pit.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** N

Other Observations / Comments

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API Well Number: 43013515970000

Chris Jensen
Evaluator

8/29/2012
Date / Time

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Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6385	43013515970000	LOCKED	OW	S	No
Operator	APPALOOSA OPERATING COMPANY LLC		**Surface Owner-APD**	Utah Division of Wildlife Resources	
Well Name	Appaloosa 16-12D-5-5		**Unit**		
Field	BRUNDAGE CANYON		**Type of Work**	DRILL	
Location	NESE 12 5S 5W U 1540 FSL 247 FEL GPS Coord (UTM) 552202E 4434372N				

Geologic Statement of Basis

Appaloosa proposes to set 350' of surface casing at this location. The base of the moderately saline water is estimated to be at 3,500 feet in this area. This location lies on the transition between the Uinta Formation and the Green River Formation and is located on valley fill alluvium. The Uinta Formation is not expected to produce prolific aquifers. Water may be found in alluvium deposited in valley floors. The proposed location is in a recharge area for the aquifers of the Green River Formation and fresh water can be expected to be found in the Green River Formation. A search of Division of Water Rights records indicates 4 water wells within a 10,000 foot radius of the center of Section 12. Depths range from 100 to 305 feet with listed uses as irrigation, stock watering, oil exploration and domestic. Production casing cement should be brought up to or above the base of the moderately saline ground water.

Brad Hill	9/11/2012
APD Evaluator	**Date / Time**

Surface Statement of Basis

Operator has a surface agreement in place with DWR. I was made aware that some concessions were made. DWR has asked for a winter closure. Location is proposed in the best possible position within the spacing window. Access road enters the pad from the East.

The soil type and topography at present do combine to pose a threat to erosion or sediment/ pollution transport in these regional climate conditions. Construction standards of the Operator appear to be adequate for the proposed purpose. I recognize no special flora or animal species or cultural resources on site that the proposed action may harm though, this is excellent habitat for large game species. The location was surveyed previously for cultural and paleontological resources and an ESA consultation was initiated as the operator saw fit. DWR Representatives were invited and were in attendance for the pre-site inspection. DWR has asked (written into the Surface use agreement) that no drilling or construction activities occur during the period of December 1, through April 15 as this is critical wintering habitat for large game species. The location should be bermed to prevent spills from leaving the confines of the pad. If used, fencing around a reserve pit will be necessary once the well is drilled to prevent wildlife and livestock from entering. A synthetic liner of 16 mils (minimum) should be utilized in the reserve pit. Operator has plans for a closed loop system with a small pit for drill cuttings in place of a reserve pit. Measures (BMP's) shall be taken to protect steep slopes both cut and fill from erosion, sedimentation and stability issues on all sides of pad as well as the top soil pile as it sits

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alongside the hill and can easily be washed away and lost.

Chris Jensen	8/29/2012
Onsite Evaluator	**Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.
Surface	Steep cut and fill slopes and topsoils pile to be protected from erosion and sediment transport by appropriate use of BMP's

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WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 7/25/2012
API NO. ASSIGNED: 43013515970000
WELL NAME: Appaloosa 16-12D-5-5
OPERATOR: APPALOOSA OPERATING COMPANY LLC (N3845)
PHONE NUMBER: 307 675-6400
CONTACT: Shirl Ames

PROPOSED LOCATION: NESE 12 050S 050W
Permit Tech Review: ☑

SURFACE: 1540 FSL 0247 FEL
Engineering Review: ☑

BOTTOM: 0660 FSL 0660 FEL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.05798
LONGITUDE: -110.38794
UTM SURF EASTINGS: 552202.00
NORTHINGS: 4434372.00
FIELD NAME: BRUNDAGE CANYON
LEASE TYPE: 4 - Fee
LEASE NUMBER: Fee
PROPOSED PRODUCING FORMATION(S): UTELAND BUTTE
SURFACE OWNER: 3 - State
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** STATE - 0279605731
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-2204
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☑ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-11
Effective Date:
Siting:

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
1 - Exception Location - bhill
5 - Statement of Basis - bhill
12 - Cement Volume (3) - ddoucet
15 - Directional - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: October 09, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: Appaloosa 16-12D-5-5
API Well Number: 43013515970000
Lease Number: Fee
Surface Owner: STATE
Approval Date: 10/9/2012

Issued to:
APPALOOSA OPERATING COMPANY LLC, 1776 Woodstead Ct., Suite 121, The Woodlands, TX 77380

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the UTELAND BUTTE Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:
Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon

as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to surface as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining,

including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: Fee

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
APPALOOSA 16-12D-5-5

2. NAME OF OPERATOR:
APPALOOSA OPERATING COMPANY LLC

9. API NUMBER:
43013515970000

3. ADDRESS OF OPERATOR:
1776 Woodstead Ct., Suite 121 , The Woodlands, TX, 77380

PHONE NUMBER:
832 419-0889 Ext

9. FIELD and POOL or WILDCAT:
BRUNDAGE CANYON

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1540 FSL 0247 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESE Section: 12 Township: 05.0S Range: 05.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/15/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	✓ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Appaloosa intends to commingle production from both the Green River and the Wasatch formations in this well.

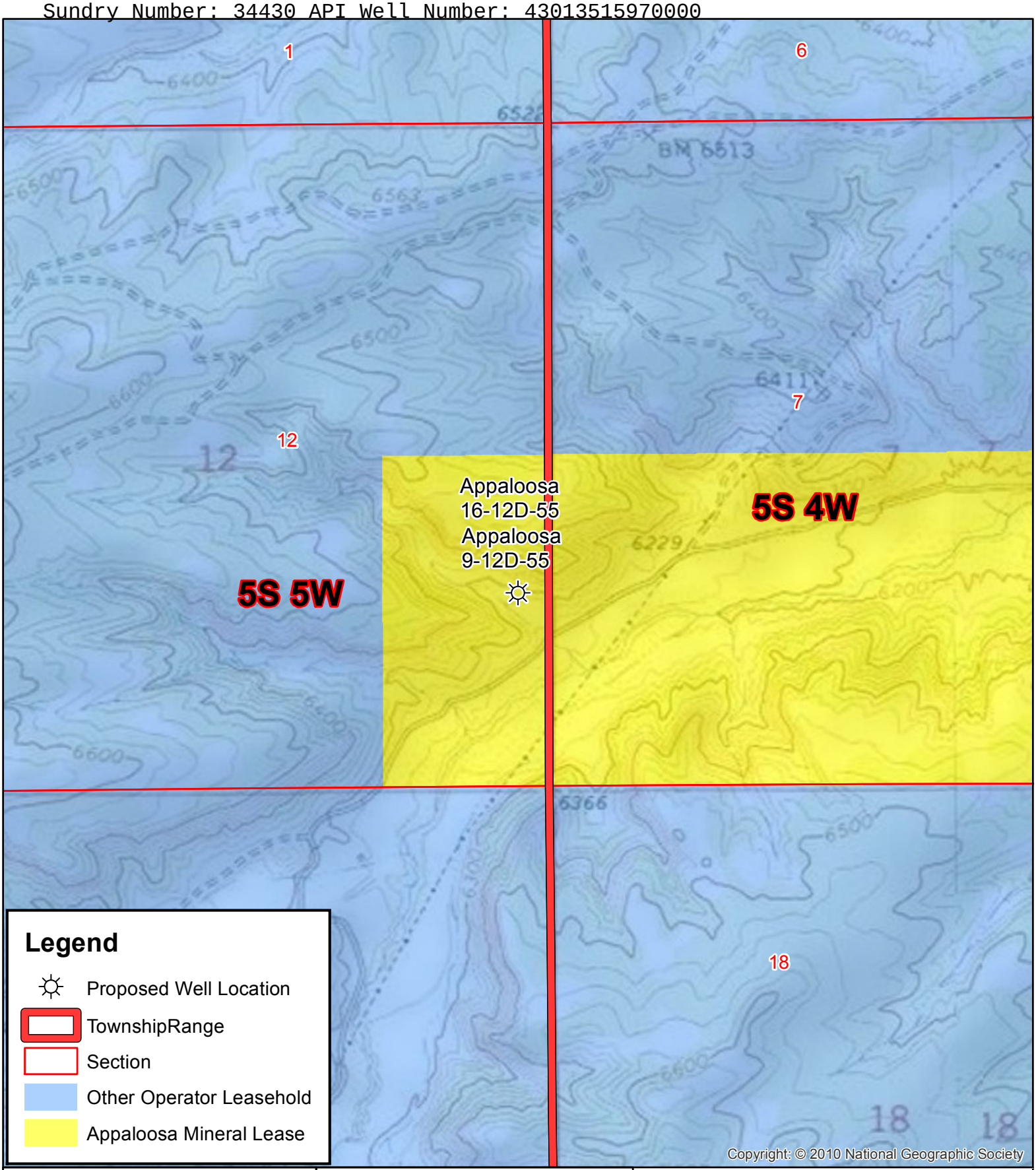
Approved by the Utah Division of Oil, Gas and Mining

Date: February 26, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Shirl Ames	307 675-6400	Document Control Specialist
SIGNATURE		**DATE**
N/A		2/4/2013

RECEIVED: Feb. 04, 2013



PREPARED FOR:

APPALOOSA ENERGY LLC

CREATED BY:

WOOD GROUP PSN

N

APPALOOSA ENERGY

Appaloosa 9-12D-55
Appaloosa 16-12D-55
SEC. 12, T5S, R5W
Duchesene County, UT

DRAWN BY: MANNY RODRIGUEZ
DATE: 02/04/2013
SCALE: 1 inch = 1,000 feet

MINERAL LEASE MAP

SHEET
A

RECEIVED: Feb. 04, 2013

APPALOOSA ENERGY LLC

1776 Woodstead Ct, Suite 121
The Woodlands, TX 77380

January 30, 2013

Berry Petroleum Company
1999 Broadway, Ste. 3700
Denver, CO 802202

Attn: Dennis Gustafson

Re: Notice to Commingle Production
Appaloosa 9-12D-5-5, Appaloosa 16-12D-5-5, Appaloosa 7-2-5-5, WPS 5-1-5-5 and Smith 11A-7-5-4
Cottonwood Canyon Area
Duchesne County, Utah

Gentlemen,

Appaloosa Operating Company LLC ("Appaloosa") is submitting an Application to Commingle from the Wasatch and Green River formations in the referenced wells. In accordance with Utah Administration Rule R649-3-22 relative to completion into two or more pools, Appaloosa is hereby providing written notice to Berry Petroleum Company of the submission. Please see enclosed copies of the Application to Commingle for each of the referenced wells.

Feel free to contact Brad Posey at 832-418-0889 with any questions.

Sincerely,

Brad Posey
Managing Director

W/Enclosures

AFFIDAVIT OF NOTICE

I, **Brad Posey**, the affiant herein, being of lawful age and duly sworn upon his oath deposes and states as follows:

Brad Posey is a Managing Director of **Appaloosa Operating Company, LLC,** a Delaware Corporation, with headquarters located at 1776 Woodstead Court, Suite 121, The Woodlands, TX 77380, and is duly authorized to make this affidavit on behalf of said corporation.

Appaloosa Operating Company, LLC has submitted notices to commingle production from the Wasatch and Green River formations in the following wells lying within the Lease boundaries of the:

Appaloosa 9-12D-5-5
Appaloosa 16-12D-5-5
WPS 5-1-5-5
Appaloosa 7-2-5-5
Smith 11A-7-5-4

This Affidavit is made in accordance with Utah's Oil, Gas and Mining regulation R649-3-22. As operator, Appaloosa Operating Company LLC has provided notices to the owner(s) of all contiguous oil and gas leases or drilling units overlying the pool for the aforementioned wells to the parties listed below:

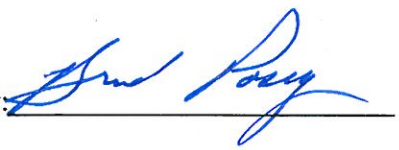
Ute Energy Upstream Holding, L.L.C.
P.O. Box 789
7074 East 900 South
Fort Duchesne, Utah 84026

Berry Petroleum Company
1999 Broadway, Suite 3700
Denver, CO 802202

Attn: Dennis Gustafson

This instrument is executed this 30th day of January, 2013.

Appaloosa Operating Company, LLC

By: 

APPALOOSA ENERGY LLC

1776 Woodstead Ct, Suite 121
The Woodlands, TX 77380

January 30, 2013

Ute Energy Upstream Holding, L.L.C.
P.O. Box 789
7074 East 900 South
Fort Duchesne, Utah 84026

Re: Notice to Commingle Production
Appaloosa 9-12D-5-5, Appaloosa 16-12D-5-5, Appaloosa 7-2-5-5, WPS 5-1-5-5 and Smith 11A-7-5-4
Cottonwood Canyon Area
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Attn: Dennis Gustafson

This instrument is executed this 30th day of January, 2013.

Appaloosa Operating Company, LLC

By: 

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: Fee

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
APPALOOSA 16-12D-5-5

2. NAME OF OPERATOR:
APPALOOSA OPERATING COMPANY LLC

9. API NUMBER:
43013515970000

3. ADDRESS OF OPERATOR:
1776 Woodstead Ct., Suite 121 , The Woodlands, TX, 77380

PHONE NUMBER:
832 419-0889 Ext

9. FIELD and POOL or WILDCAT:
BRUNDAGE CANYON

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1540 FSL 0247 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESE Section: 12 Township: 05.0S Range: 05.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 6/1/2014	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Appaloosa wishes to extend the permit for one more year, until 10/9/2014.

Approved by the Utah Division of Oil, Gas and Mining

Date: September 25, 2013

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Terrie Hoye	713 410-9479	Sr. Geotech
SIGNATURE		**DATE**
N/A		9/23/2013

RECEIVED: Sep. 23, 2013

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013515970000

API: 43013515970000
Well Name: APPALOOSA 16-12D-5-5
Location: 1540 FSL 0247 FEL QTR NESE SEC 12 TWNP 050S RNG 050W MER U
Company Permit Issued to: APPALOOSA OPERATING COMPANY LLC
Date Original Permit Issued: 10/9/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Terrie Hoye **Date:** 9/25/2013
Title: Sr. Geotech **Representing:** APPALOOSA OPERATING COMPANY LLC

RECEIVED: Sep. 23, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: Fee

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
APPALOOSA 16-12D-5-5

2. NAME OF OPERATOR:
APPALOOSA OPERATING COMPANY LLC

9. API NUMBER:
43013515970000

3. ADDRESS OF OPERATOR:
1776 Woodstead Ct., Suite 121 , The Woodlands, TX, 77380

PHONE NUMBER:
832 419-0889 Ext

9. FIELD and POOL or WILDCAT:
BRUNDAGE CANYON

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1540 FSL 0247 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESE Section: 12 Township: 05.0S Range: 05.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/15/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER: extension

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Appaloosa wishes to extend the permit for one more year, until 10/9/2015.

Approved by the
October 15, 2014
Oil, Gas and Mining

Date: _____

By: _____

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Terrie Hoye	713 410-9479	Sr. Geotech
SIGNATURE		**DATE**
N/A		10/9/2014

RECEIVED: Oct. 09, 2014

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013515970000

API: 43013515970000
Well Name: APPALOOSA 16-12D-5-5
Location: 1540 FSL 0247 FEL QTR NESE SEC 12 TWNP 050S RNG 050W MER U
Company Permit Issued to: APPALOOSA OPERATING COMPANY LLC
Date Original Permit Issued: 10/9/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

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- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Terrie Hoye **Date:** 10/9/2014
Title: Sr. Geotech **Representing:** APPALOOSA OPERATING COMPANY LLC

RECEIVED: Oct. 09, 2014

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL — OIL WELL ☐ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: Appaloosa 16-12D-5-5

2. NAME OF OPERATOR: APPALOOSA OPERATING COMPANY, LLC

9. API NUMBER: 4301351597

3. ADDRESS OF OPERATOR: 1776 Woodstead Ct, Suite 12 CITY The Woodlands STATE TX ZIP 77380

PHONE NUMBER: (832) 419-0889

10. FIELD AND POOL, OR WILDCAT: BRUNDAGE CANYON

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 1540 FSL 247 FEL

COUNTY: DUCHESNE

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NESE 12 5S 5W U

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 4/15/2015	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☑ CHANGE TO PREVIOUS PLANS	☐ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☑ OTHER: permit extension
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Appaloosa wishes to extend the permit for one more year, until 10/9/2015.

NAME (PLEASE PRINT) Terrie Hoye TITLE Sr. Geotech

SIGNATURE Terrie Hoye DATE 10/9/2014

(This space for State use only)

(5/2000) (See Instructions on Reverse Side)

[redacted]

Application for Permit to Drill
Request for Permit Extension
Validation
(this form should accompany the Sundry Notice requesting permit extension)

API: 4301351597
Well Name: Appaloosa 16-12D-5-5
Location: 1540 FSL 247 FEL
Company Permit Issued to: APPALOOSA OPERATING COMPANY, LLC
Date Original Permit Issued: 10/9/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes☐No☑

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes☐No☑

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes☐No☑

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes☐No☑

Has the approved source of water for drilling changed? Yes☐No☑

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes☐No☑

Is bonding still in place, which covers this proposed well? Yes☑No☐

Terrie Boyle
Signature

10/9/2014
Date

Title: Sr. Geotech

Representing: Appaloosa Operating Company, LLC

GARY R. HERBERT
Governor
SPENCER J. COX
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

October 15, 2015

Appaloosa Operating Company, LLC
1776 Woodstead Ct, Suite 121
The Woodlands, TX 77380

Re: APD Rescinded – Appaloosa 16-12D-5-5, Sec. 12, T. 5S, R. 5W
Duchesne County, Utah API No. 43-013-51597

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on October 9, 2012. On September 25, 2013 and October 15, 2014 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective October 15, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager
SITLA, Ed Bonner

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OIL, GAS & MINING